

Hearing Date: October 21, 2020 at 11:00 a.m. ET
Objection Deadline: October 14, 2020 at 4:00 p.m. ET

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Proposed Counsel to the Debtors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP AS COUNSEL TO THE
DEBTORS AND DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO
THE PETITION DATE AND NOTICE OF OPPORTUNITY FOR HEARING**

Garrett Motion Inc. and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) hereby submit this application (this “Application”) for entry of an order, substantially in the form attached hereto as Exhibit A (the “Order”), pursuant to sections 327(a) and 328(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and rule 2014-1 of the Local Bankruptcy Rules for the Southern District of

¹ The last four digits of Garrett Motion Inc.’s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

New York (the “Local Bankruptcy Rules”), authorizing the retention and employment of Sullivan & Cromwell LLP (“S&C”) as counsel to the Debtors *nunc pro tunc* to the Petition Date (as defined below). In support of this Application, the Debtors rely upon the *Declaration of Sean Deason in Support of the Debtors’ Chapter 11 Petitions and First Day Pleadings* [Docket No. 15] (the “First Day Declaration”), the Declaration of Jerome P. Maironi attached hereto as Exhibit B (the “Maironi Declaration”) and the Declaration of Andrew G. Dietderich attached hereto as Exhibit C (the “Dietderich Declaration”), each of which is incorporated herein by reference, and respectfully state as follows:

Background

1. Garrett Motion Inc. is a Delaware corporation established in 2018, with its headquarters located in Rolle, Switzerland. The Debtors design, manufacture and sell highly engineered turbocharger, electric-boosting and connected vehicle technologies.

2. On September 20, 2020 (the “Petition Date”), each of the Debtors filed with the Court a voluntary petition for relief under the Bankruptcy Code. Each Debtor continues to operate its business and manage its properties as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No creditors’ committee, trustee or examiner has been appointed in the Debtors’ cases. Joint administration of these chapter 11 cases was authorized by the Court by entry of an order on September 21, 2020 [Docket No. 27].

3. Additional factual background relating to the Debtors’ businesses and the commencement of these chapter 11 cases is set forth in detail in the First Day Declaration.

Jurisdiction

4. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in the Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). The statutory predicates for the

relief requested herein are sections 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1.

Relief Requested

I. S&C's Qualifications

5. By this Application, the Debtors seek the authority to employ and retain S&C as their attorneys in connection with the prosecution of their chapter 11 cases to perform legal services as set forth herein.

6. S&C has represented the Debtors since 2019 in connection with general corporate matters, including mergers and acquisitions, securities law and financing matters, and, since more recently, in connection with the incurrence of debtor-in-possession financing and the preparation, commencement and prosecution of these chapter 11 cases. During the course of this representation, S&C has become familiar with the Debtors' business, financial affairs and capital structure. As a result, S&C has the necessary background information to deal effectively with many of the potential legal issues and problems that may arise in these chapter 11 cases.

7. These cases are likely to be complex and will require counsel with a national reputation and with extensive experience and specialized expertise in, among other areas, bankruptcy law, secured finance, mergers and acquisition, corporate law and litigation. S&C is a full service law firm with a national and international presence. S&C has experience and expertise in most substantive areas of legal practice and its clients include leading public companies in a variety of industries, smaller and privately held businesses, major international corporations and individuals.

8. For the foregoing reasons, the Debtors believe that S&C is well qualified to represent them as debtors-in-possession in these chapter 11 cases, and that the retention of S&C is necessary and in the best interests of the Debtors and their estates and stakeholders.

II. Services to Be Provided

9. S&C will work closely with such other professionals as may be retained by the Debtors. Specifically, the Debtors have requested that S&C render services including, but not limited to, the following:

- a. advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession, including the legal and administrative requirements of operating in chapter 11;
- b. advising the Debtors with respect to the potential sale of their business and negotiating and preparing on the Debtors' behalf all agreements related thereto;
- c. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- d. assisting with the preservation of the Debtors' estates, including the prosecution of actions commenced under the Bankruptcy Code or otherwise on their behalf, and objections to claims filed against the estates;
- e. preparing and prosecuting on behalf of the Debtors all motions, applications, answers, orders, reports and papers necessary for the administration of the estates;
- f. negotiating and preparing on the Debtors' behalf chapter 11 plan(s), disclosure statement(s) and all related agreements and/or documents;
- g. advising the Debtors with respect to certain corporate, financing, tax and employee benefit matters as requested by the Debtors and without duplication of other professionals' services;
- h. appearing before the Court, and any appellate courts, and protecting the interests of the Debtors' estates before such courts and
- i. performing all other legal services in connection with these chapter 11 cases as requested by the Debtors and without duplication of other professionals' services.

III. Professional Compensation

10. S&C has advised the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges, costs and expenses incurred in these chapter 11 cases in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any applicable guidelines and orders of the Court.

11. As set forth in the Dietderich Declaration, S&C does not ordinarily determine its fees solely on the basis of hourly rates. Instead, S&C ordinarily bases the fee for its services on all the factors prescribed by rule 1.5(a) of the New York Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters. S&C's compensation arrangements are designed to fairly compensate S&C for its services according to these principles, and S&C's fees charged to the Debtors prior to the Petition Date were generally determined in this manner.

12. Notwithstanding the foregoing, S&C has agreed with the Debtors that, consistent with the above and subject to the Court's approval, it will charge the Debtors for its legal services on an hourly basis in connection with these cases. S&C's billing rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and will range from \$1,350 to \$1,750 per hour for partners and special counsel, \$650 to \$1,185 per hour for associates and \$350 to \$520 per hour for legal assistants. These rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements.

13. During the 90-day period prior to the Petition Date, the Debtors paid S&C the following amounts:

Amount Received	Received Date
June 24, 2020	\$100,805
June 25, 2020	\$3,309,985.25
August 5, 2020	\$1,449,720.37
August 19, 2020	\$342,337
September 8, 2020	\$4,456,436.02
September 18, 2020	\$3,149,727.62

On September 8, 2020, the Debtors funded a retainer for S&C to hold as security for payment of its fees and expenses in the amount of \$2,500,000. As of the Petition Date, S&C holds as security for payment of its fees and expenses a retainer in the amount of \$2,209,478.32.

14. Pursuant to Bankruptcy Rule 2016(b), S&C has neither shared nor agreed to share any compensation it has received or may receive with another party or person, other than with partners, counsel, associates and contract attorneys associated with S&C or any compensation another person or party has received or may receive.

15. The Debtors have agreed to pay S&C for the legal services rendered or to be rendered by their attorneys and other personnel in connection with these chapter 11 cases on the Debtors' behalf. The Debtors have also agreed to reimburse S&C for its actual and necessary expenses incurred in connection with these chapter 11 cases. The Debtors will review prospective budgets and staffing plans to be submitted by S&C on a monthly basis during these chapter 11 cases, and will have a full opportunity to review all of S&C's fees and expenses as set forth in the monthly and interim fee applications to be submitted by S&C to the Court.

IV. Disinterestedness

16. To the best of the Debtors' knowledge, and as detailed in the Dietderich Declaration, (i) S&C is a "disinterested person" within the meaning of section 101(14) of the

Bankruptcy Code, (ii) S&C does not represent any person or entity having an interest adverse to the Debtors in connection with these chapter 11 cases, (iii) S&C does not hold or represent an interest adverse to the Debtors' estates with respect to matters on which S&C is employed and (iv) S&C has no connection to the Debtors, their creditors or any other party-in-interest except as disclosed herein and in the Dietderich Declaration.

17. S&C will review its files against any updated Interested Parties List (as defined in the Dietderich Declaration) received from the Debtors from time to time during the pendency of these chapter 11 cases pursuant to the procedures described in the Dietderich Declaration. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, S&C will promptly make additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

Relief Requested

18. By this Application, the Debtors request entry of the Order authorizing the Debtors to retain and employ S&C as their counsel in connection with these chapter 11 cases effective *nunc pro tunc* to the Petition Date.

Basis for Relief

19. The Debtors seek to retain S&C as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

20. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

21. Based on the facts and for the reasons stated herein and in the Maironi Declaration and the Dietderich Declaration, the retention of S&C as counsel to the Debtors pursuant to this Application is reasonable, necessary, appropriate and satisfies the requirements of sections 327 and 328 of the Bankruptcy Code and Bankruptcy Rule 2014(a). The Debtors respectfully submit that the relief requested in this Application will enable the Debtors to administer their estates during these chapter 11 cases, is in the best interests of the Debtors and their estates and stakeholders and should be approved by the Court.

22. Additionally, the Debtors' retention of S&C *nunc pro tunc* to the Petition Date is appropriate. S&C has been representing the Debtors in connection with the incurrence of debtor-in-possession financing and the preparation, commencement and prosecution of these chapter 11 cases. The Debtors believe that no party-in-interest will be prejudiced by the granting of the employment *nunc pro tunc* to the Petition Date, as provided in this Application, because S&C has provided and continues to provide valuable services to the Debtors' estates.

Notice

23. No creditors' committee has been appointed in these Chapter 11 Cases. Notice of this Motion has been provided to: (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel to Citibank, N.A., as administrative agent under the DIP credit facility, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153,

Attn: Ray C. Schrock, P.C. (ray.schrock@weil.com) and Candace M. Arthur, Esq. (candace.arthur@weil.com); (c) counsel to JPMorgan Chase Bank, N.A., as administrative agent under the Debtors' prepetition credit facility, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Kristopher M. Hansen (khansen@stroock.com), Jonathan D. Canfield (jcanfield@stroock.com), Joanne Lau (jlau@stroock.com) and Alexander A. Fraser (afraser@stroock.com); (d) counsel to the ad hoc group of lenders under the Debtors' prepetition credit facility, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, NY 10166, Attn: Scott J. Greenberg (sgreenberg@gibsondunn.com), Steven A. Domanowski (sdomanowski@gibsondunn.com) and Matthew G. Bouslog (mbouslog@gibsondunn.com); (e) counsel to the ad hoc group of bondholders, Ropes & Gray LLP, 1211 Avenue of the Americas, New York, NY 10036, Attn: Matthew M. Roose (matthew.roose@ropesgray.com) and Mark I. Bane (mark.bane@ropesgray.com); (f) counsel to KPS Capital Partners, LP, as stalking horse bidder, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Brian M. Resnick (brian.resnick@davispolk.com) and Joshua Y. Sturm (joshua.sturm@davispolk.com); (g) the parties identified on the Debtors' consolidated list of 30 largest unsecured creditors; and (h) to the extent not listed herein, those parties requesting notice pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be provided.

No Prior Request

24. No prior application for the relief sought herein has been made to this or any other court.

Conclusion

WHEREFORE, for the reasons set forth herein, the Debtors respectfully request that the Court (a) enter the Order and (b) grant such other and further relief as is just and proper.

Dated: September 30, 2020
New York, New York

/s/ Andrew G. Dietderich
Andrew G. Dietderich
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Benjamin S. Beller
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gluecksteinb@sullcrom.com
bellerb@sullcrom.com
weissn@sullcrom.com

Proposed Counsel to the Debtors

EXHIBIT A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF SULLIVAN & CROMWELL LLP AS COUNSEL TO THE DEBTORS
AND DEBTORS-IN-POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “Application”)² of Garrett Motion Inc. and its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) for entry of an order (the “Order”) pursuant to section 327(a) and 328(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1 authorizing the Debtors to retain and employ Sullivan & Cromwell LLP (“S&C”) as their counsel *nunc pro tunc* to the Petition Date; this Court having jurisdiction to consider the Application pursuant to 28 U.S.C. §§ 157 and 1334; and venue of these chapter 11 cases and the Application in this district being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having found that proper and adequate notice of the Application and the relief requested therein has been provided in accordance with the Bankruptcy Rules and the Local Bankruptcy Rules, and that, except as otherwise ordered herein, no other or further notice is necessary; and

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

objections (if any) to the Application having been withdrawn, resolved or overruled on the merits; and a hearing having been held to consider the relief requested in the Application and upon the record of the hearing and all proceedings had before this Court; and upon the consideration of and based on the representations made in the First Day Declaration, the Declaration of Jerome P. Maironi in support of the Application attached as Exhibit B thereto and the Declaration of Andrew G. Dietderich in support of the Application attached as Exhibit C thereto; and this Court being satisfied based on the representations made in the Application and the Dietderich Declaration that S&C does not hold or represent any interest adverse to the Debtors' estates, with respect to the matters upon which S&C is to be employed, that S&C is a disinterested person as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that S&C's employment is necessary and is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED as set forth herein.
2. In accordance with section 327 of the Bankruptcy Code, the Debtors, as debtors and debtors-in-possession, are hereby authorized to retain and employ S&C as their counsel on the terms set forth in the Application and the Dietderich Declaration, effective *nunc pro tunc* to the Petition Date.
3. S&C shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.
4. S&C shall be compensated for fees and reimbursed for reasonable and necessary expenses and will file interim and final fee applications for allowance of its

compensation and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated January 29, 2013 (General Order M-447), and any orders entered in these chapter 11 cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

5. S&C shall not charge a markup to the Debtors with respect to fees billed by any contract attorneys hired by S&C to provide services to the Debtors and shall ensure that any such contract attorneys are subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules. For the avoidance of doubt, S&C shall neither share fees with existing or future contract attorneys who provide services to the Debtors nor enter into fee sharing arrangements with such contract attorneys.

6. Notwithstanding anything to the contrary in the Application, S&C will not seek reimbursement of expenses for office supplies.

7. Prior to the implementation of any increases in the hourly rates set forth in the Application and the Dietderich Declaration, S&C shall file a supplemental declaration with this Court and provide ten (10) business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in these chapter 11 cases, which declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set

forth in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

8. S&C shall apply any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to S&C.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. To the extent that this Order is inconsistent with the Application, the terms of this Order shall govern.

11. This Court shall retain jurisdiction to hear and determine all matters arising from the implemental of this Order.

Dated: _____
New York, New York

The Honorable Michael E. Wiles
United States Bankruptcy Judge

EXHIBIT B

Maironi Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
<hr/>		X

**DECLARATION OF JEROME P. MAIRONI IN SUPPORT OF
DEBTORS' APPLICATION FOR AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION
NUNC PRO TUNC TO THE PETITION DATE**

I, Jerome P. Maironi, under penalty of perjury, declare as follows:

1. I am the Senior Vice President, General Counsel and Corporate Secretary of Debtor Garrett Motion Inc.

2. I submit this declaration (this "Declaration") in support of the *Debtors'* *Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP ("S&C") as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* (the "Application").² I have reviewed and am familiar with the contents of the Application and the Declaration of Andrew G. Dietderich in support of the Application and attached thereto as Exhibit C (the "Dietderich Declaration"). Except as otherwise indicated, the facts set forth herein are based upon my personal knowledge, my review of relevant documents,

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

information provided to me by employees working under my supervision or my opinion based upon experience with the operation of the Debtors and their industry as a whole.

Debtors' Selection of Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny and accountability as professionals in non-bankruptcy engagements. The Debtors' decision to retain S&C as their counsel was based on S&C's recognized experience and knowledge regarding corporate reorganizations under chapter 11 of the Bankruptcy Code, as well as the extensive expertise of S&C's transactional, tax and litigation practice in complex matters relating to all aspects of corporate restructuring.

4. As a result of S&C's representation of the Debtors before these chapter 11 cases, S&C is familiar with the Debtors' business, financial affairs and capital structure and has the necessary background information to deal effectively with many of the potential legal issues and problems that may arise in these chapter 11 cases. Accordingly, the Debtors have not interviewed any similar law firms as potential counsel in connection with these chapter 11 cases. I believe that S&C is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and effective manner.

5. These cases are likely to be complex and will require counsel with a national reputation and with extensive experience and specialized expertise in, among other areas, bankruptcy law, secured finance, mergers and acquisition, corporate law and litigation. S&C is a full service law firm with a national and international presence. S&C has experience and expertise in most substantive areas of legal practice and its regular clients include leading

public companies in a variety of industries, smaller and privately held businesses, major international corporations and individuals.

Rate Structure

6. In my capacity as the Senior Vice President, General Counsel and Corporate Secretary, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. The Debtors have reviewed, and have discussed with S&C, the proposed rates for S&C's legal services in connection with these chapter 11 cases. S&C has informed the Debtors that S&C does not ordinarily determine its fees solely on the basis of hourly rates. For the purposes of its engagement by the Debtors, however, S&C has agreed that it will charge for services performed during these chapter 11 cases on the basis of the hourly rates described in the Application and the Dietderich Declaration.

7. I understand from S&C that these hourly rates are the same or less than the hourly rates used by S&C when preparing estimates of fees under its normal billing practices. In particular, I understand that the rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and for the more senior timekeepers for each class of personnel represent a discount from the rates used by S&C when preparing estimates of fees under its normal billing practices for non-bankruptcy engagements.

Cost Supervision

8. The Debtors have approved S&C's budget and staffing plan for the period from the Petition Date to October 31, 2020, recognizing that in the course of these chapter 11 cases, there may be unforeseen fees and expenses that will need to be addressed by the Debtors and S&C. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel and other retained professionals to ensure that the fees and

expenses paid by the estate remain consistent with the Debtors' expectations and are appropriate under the circumstances of these chapter 11 cases.

9. The Debtors will review and make any appropriate adjustments to the prospective budgets and staffing plans to be submitted by S&C on a monthly basis during these chapter 11 cases, and will review S&C's fees and expenses as set forth in the monthly and interim fee applications to be submitted by S&C to the Court in order to ensure that such fees and expenses are reasonable and appropriate under the circumstances. While every chapter 11 case is unique, I believe this review will enable the Debtors to effectively supervise legal fees and expenses incurred in these chapter 11 cases, including budgeting and staffing of legal personnel with regard to specific matters in these cases.

10. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States, that the foregoing statements are true and correct.

Dated: September 30, 2020
Rolle, Switzerland

Respectfully submitted,

/s/ Jerome P. Maironi
Jerome P. Maironi
Senior Vice President, General Counsel and
Corporate Secretary

EXHIBIT C

Dietderich Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	
In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**DECLARATION OF ANDREW G. DIETDERICH IN SUPPORT OF DEBTORS’
APPLICATION FOR AN ORDER AUTHORIZING THE RETENTION
AND EMPLOYMENT OF SULLIVAN & CROMWELL LLP
AS COUNSEL TO THE DEBTORS AND
DEBTORS-IN-POSSESSION NUNC PRO TUNC TO THE PETITION DATE**

I, Andrew G. Dietderich, under penalty of perjury, declare as follows:

1. I am admitted to practice law in the State of New York and the Southern District of New York. I am a partner of the law firm of Sullivan & Cromwell LLP (“S&C” or the “Firm”), which maintains an office at 125 Broad Street, New York, NY 10004-2498. I submit this declaration (this “Declaration”) in support of the *Debtors’ Application for an Order Authorizing the Retention and Employment of Sullivan & Cromwell LLP as Counsel to the Debtors and Debtors-in-Possession Nunc Pro Tunc to the Petition Date* (the “Application”).² Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein.

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application

Services to be Provided

2. I have been advised by the Debtors that they wish to employ and retain S&C as their attorneys to assist them in these chapter 11 cases. The Debtors have requested that S&C render services including, but not limited to, the following:

- a. advising the Debtors with respect to their powers and duties as debtors and debtors-in-possession, including the legal and administrative requirements of operating in chapter 11;
- b. advising the Debtors with respect to the potential sale of their business and negotiating and preparing on the Debtors' behalf all agreements related thereto;
- c. attending meetings and negotiating with representatives of creditors and other parties-in-interest;
- d. assisting with the preservation of the Debtors' estates, including the prosecution of actions commenced under the Bankruptcy Code or otherwise on their behalf, and objections to claims filed against the estates;
- e. preparing and prosecuting on behalf of the Debtors all motions, applications, answers, orders, reports and papers necessary for the administration of the estates;
- f. negotiating and preparing on the Debtors' behalf chapter 11 plan(s), disclosure statement(s) and all related agreements and/or documents;
- g. advising the Debtors with respect to certain corporate, financing, tax and employee benefit matters as requested by the Debtors and without duplication of other professionals' services;
- h. appearing before the Court, and any appellate courts, and protecting the interests of the Debtors' estates before such courts; and
- i. performing all other legal services in connection with these chapter 11 cases as requested by the Debtors and without duplication of other professionals' services.

Professional Compensation During these Chapter 11 Cases

3. S&C does not ordinarily determine its fees solely on the basis of hourly rates. Instead, S&C ordinarily bases the fee for its services on all the factors prescribed by rule 1.5(a) of the New York Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters. S&C's fees charged to the Debtors prior to the Petition Date were generally determined in this manner.

4. Notwithstanding the foregoing, S&C has agreed with the Debtors that, subject to the Court's approval, it will charge the Debtors for its legal services on an hourly basis in connection with these cases. S&C's billing rates have been determined with reference to the rates charged by other leading law firms for similar work during chapter 11 cases and will range from \$1,350 to \$1,750 per hour for partners and special counsel, \$650 to \$1,185 per hour for associates and \$350 to \$520 per hour for legal assistants. These rates for the more senior timekeepers in each class represent a discount from the rates currently used by S&C when preparing estimates of fees under its normal billing procedures for non-bankruptcy engagements.

5. During the 90-day period prior to the Petition Date, the Debtors paid S&C the following amounts:

Amount Received	Received Date
June 24, 2020	\$100,805
June 25, 2020	\$3,309,985.25
August 5, 2020	\$1,449,720.37
August 19, 2020	\$342,337
September 8, 2020	\$4,456,436.02
September 18, 2020	\$3,149,727.62

On September 8, 2020, the Debtors funded a retainer for S&C to hold as security for payment of its fees and expenses in the amount of \$2,500,000. As of the Petition Date, S&C holds as security for payment of its fees and expenses a retainer in the amount of \$2,209,478.32.

6. Pursuant to Bankruptcy Rule 2016(b), S&C has neither shared nor agreed to share any compensation it has received or may receive with another party or person, other than with partners, counsel, associates and contract attorneys associated with S&C or any compensation another person or party has received or may receive.

7. S&C has advised the Debtors that it intends to apply to the Court for allowance of compensation for professional services rendered and reimbursement of charges and costs and expenses incurred in these chapter 11 cases in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and applicable guidelines and orders of the Court. S&C also intends to make a reasonable effort to comply with any requests from the U.S. Trustee for information or additional disclosures as set forth in the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases Effective as of November 1, 2013, in connection with this Application and the interim and final fee applications to be filed by S&C in these chapter 11 cases.

Procedures to Identify Conflicts; Disinterestedness

8. In order to confirm that S&C did not have a prior representation that precluded its representation of the Debtors, and to identify S&C's connections with the Debtors and their affiliates,³ creditors or any other party-in-interest, the Court, the U.S. Trustee or any

³ As used in this declaration with respect to the Debtors, the term "affiliates" means those entities indicated as "Affiliated Parties" on Schedule 1.

person employed by the U.S. Trustee, the following procedures have been performed under my supervision, consistent with S&C's customary procedures with respect to potential conflicts:

- a. The list of prepetition interested parties attached hereto as Schedule 1 (the "Interested Parties List") was provided to S&C by the Debtors for purposes of preparing the disclosure required by Bankruptcy Rule 2014 in connection with the Application. S&C has not independently verified the accuracy or completeness of the Interested Parties List.
- b. With respect to the Debtors, S&C's Conflicts Information Management Department, under the supervision of S&C lawyers involved in representing the Debtors, have performed a search of (i) a master client database maintained by S&C for the purposes of clearing conflicts, which includes the names of current and former clients (the "Client Database") and (ii) a master database of persons and entities with respect to which partners of S&C have made an inquiry at the time of a potential new engagement, which database we use to identify certain types of business conflicts, among other things. The Client Database was searched with respect to all client matters since January 1, 2017 and the other database was searched with respect to all inquiries in the past three years. The results of these searches were reviewed by S&C lawyers and any information determined to be appropriate for disclosure pursuant to Bankruptcy Rule 2014 is disclosed herein.
- c. S&C's Conflicts Information Management Department, under the supervision of S&C attorneys involved in representing the Debtors, have substantially completed a check of the other persons and entities listed on the Interested Parties List as well as the ultimate parent of all listed entities against the Client Database and prepared a list of those persons and entities on the Interested Parties List that are identified in the Client Database as either current clients or clients represented by S&C at any time after January 1, 2017. The list of current and former clients was then reviewed by S&C lawyers, and, after eliminating certain errors and redundancies,⁴ a list of entities S&C currently represents ("Current Clients") was included on Schedule 2 and a list of clients that are not Current Clients but that S&C has represented since January 1, 2017 ("Former Clients") was included on Schedule 3.

⁴ Schedule 2 includes parties-in-interest that are either Current Clients or whose ultimate parents are current clients. Parties-in-interest that are Former Clients and whose ultimate parents are Current Clients are listed on Schedule 2 and are omitted from Schedule 3.

9. Based solely on the conflicts procedures described herein, (i) S&C is not aware of any conflict between its representation of the Debtors and its representations of its Current Clients or Former Clients that would cause S&C not to be a “disinterested person,” (ii) S&C does not represent any person or entity having an interest adverse to the Debtors in connection with these chapter 11 cases and (iii) S&C does not hold or represent an interest adverse to the Debtors’ estates with respect to matters on which S&C is employed.

10. Based solely on the conflicts procedures conducted to date and described herein, to the best of my knowledge, S&C does not have any connection with the Debtors, their creditors or any other parties-in-interest, their respective attorneys and accountants, the U.S. Trustee or any person employed by the U.S. Trustee or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of New York, except as disclosed or otherwise described herein.

11. I am able to address only those positions or relationships that appear on the Interested Parties List. It is possible that, undisclosed to the Debtors, S&C clients hold, or acquire in the future, loans, bonds or other claims against the Debtors. In addition, notwithstanding the foregoing, the entities set forth on the Interested Parties List, and the status of any such entity, may have changed or could change during the pendency of these chapter 11 cases without S&C’s knowledge. S&C will review its files against any updated Interested Parties List received from the Debtors from time to time during the pendency of these chapter 11 cases pursuant to the procedures described in this Declaration. To the extent any new relevant facts or relationships are discovered or arise in the course of such review, S&C will make additional disclosure to the Court as required by Bankruptcy Rule 2014(a).

12. S&C does not currently employ or intend to employ contract attorneys in these chapter 11 cases. To the extent S&C employs contract attorneys, S&C will ensure that any such contract attorneys are subject to conflicts checks and disclosures in accordance with the requirements of the Bankruptcy Code and Bankruptcy Rules, and will make additional disclosure to the Court as required by Bankruptcy Rule 2014(a). S&C will not charge a markup to the Debtors with respect to fees billed by any such contract attorney.

13. Approval of the proposed engagement of S&C is not prohibited by Bankruptcy Rule 5002. I am not related and, to the best of my knowledge, no attorney at the Firm is related, to the United States Bankruptcy Judge assigned to these chapter 11 cases, or to the U.S. Trustee.

14. To the best of my knowledge, no promises have been received by S&C or by any partner, of counsel, special counsel or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. To the best of my knowledge, no agreement or understanding in any form or guise exists between S&C and any other person or entity for a division of compensation for services rendered in or in connection with these cases, and no division of compensation prohibited by section 504 of the Bankruptcy Code will be made.

Specific Disclosures

15. Generally, it is S&C's policy to disclose clients in the capacity that they first appear in a conflicts search. For example, if a client has already been disclosed in this Declaration in one capacity (*e.g.*, as a bank), and the client appears in a subsequent conflicts search in a different capacity (*e.g.*, as a bondholder), S&C will not disclose the same client again in supplemental declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

A. Relationships with Creditors and Parties-in-Interest

16. As disclosed in Schedule 2 and Schedule 3 attached hereto, S&C has represented, and may continue to represent, various lenders and other parties-in-interest of the Debtors (and affiliates of such parties) in matters unrelated to these chapter 11 cases. While representing the Debtors, S&C will not represent any party-in-interest disclosed in Schedule 2 or Schedule 3 in connection with the these chapter 11 cases.

17. To the best of my knowledge, none of the entities from the Interested Parties List (together with their respective affiliates known to S&C) represented one percent (1%) or more of S&C's revenues for fiscal year ending December 31, 2019, other than FCA US LLC, Goldman Sachs, JPMorgan Chase & Co. and Volkswagen AG. FCA US LLC and Volkswagen AG are customers of the Debtors and Goldman Sachs and JPMorgan Chase & Co. are lenders of the Debtors. S&C has considered the respective positions of these Current Clients in these chapter 11 cases and concluded that S&C's representation of the Debtors does not render S&C not disinterested. It is possible that, undisclosed to the Debtors, S&C clients hold, or acquire in the future, loans, bonds or other claims against the Debtors. I am able to address only those positions or relationships that appear on the Interested Parties List.

18. S&C also currently represents BlackRock Fund Advisors in matters unrelated to these chapter 11 cases. S&C has not represented and will not represent any of these clients in matters related to these chapter 11 cases.

B. Relationships with Other Professionals

19. As part of its practice, S&C appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment banks, including other professionals representing the Debtors. In certain instances, professionals representing the Debtors may be clients of, or opposing counsel to, S&C in matters unrelated to

these chapter 11 cases. In addition, S&C may have represented, and may continue to represent, clients that are adverse to clients of the Debtors' professionals in various matters unrelated to these chapter 11 cases.

20. From time to time, S&C has referred work to other professionals that the Debtors propose to retain in these chapter 11 cases. Likewise, certain such professionals have referred work to S&C.

C. S&C Attorney and Employee Investments

21. S&C employs approximately 800 attorneys. S&C has conducted a general inquiry of its legal personnel to determine whether individual members, counsel or associates own any debt or equity securities of the Debtors or their affiliates other than in connection with investments in mutual funds, blind trusts or other investments as to which such individual has no discretion as to the selection of the individual underlying assets. Based solely on responses to this inquiry, I understand that, as of the date hereof, no S&C members, counsel or associates own any debt or equity securities of the Debtors or their affiliates (other than in connection with investments in mutual funds, blind trusts or other investments as to which such individual has no discretion as to the selection of the individual underlying assets) other than one junior associate who owns a single equity security of the Debtors. It should be noted that S&C has a long-standing policy prohibiting all personnel from using confidential information that may come to their attention in the course of their work. In this regard, all S&C personnel are barred from trading in securities with respect to which they possess confidential information.

Affirmative Statement of Disinterestedness

22. Based solely on the conflicts procedures conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (i) S&C is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (ii) S&C

does not represent any person or entity having an interest adverse to the Debtors in connection with these chapter 11 cases, (iii) S&C does not hold or represent an interest adverse to the Debtors' estates with respect to matters on which S&C is employed and (iv) S&C has no connection to the Debtors, their creditors or any other party-in-interest except as disclosed herein.

Statement Pursuant to U.S. Trustee Guidelines

23. Pursuant to paragraph D, section 1 of the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Large Chapter 11 Cases Effective as of November 1, 2013, S&C responds to the questions set forth therein as follows:

Question: Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

Response: Yes. As discussed herein, S&C does not ordinarily determine its fees solely on the basis of hourly rates. For the purposes of its engagement by the Debtors, S&C has agreed that it will charge for services performed during these chapter 11 cases, and will apply to the Court for approval of such charges, on the basis of the hourly rates described in this Declaration. The hourly rates set forth herein are the same or less than the hourly rates used by S&C when preparing estimates of fees under its normal billing practices. In particular, the rates for the more senior timekeepers for each class of personnel represent a discount from the rates used by S&C when preparing estimates of fees under its normal billing practices for non-bankruptcy engagements.

Question: Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

Response: No.

Question: If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Response: Prior to the Petition Date, in connection with general corporate matters, S&C performed services for the Debtors and was compensated for its services at rates that reflect all of the factors prescribed by rule 1.5(a) of the New York Rules of Professional Conduct, including the firm's contribution to the relevant matter, the responsibility assumed, the results achieved, the difficulty and complexity of the matter, the amount involved, the experience of, and demands on, the lawyers involved and the fees customarily charged for such matters consistent with S&C's practice for nonbankruptcy engagements.

Question: Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

Response: The Debtors have approved S&C's budget and staffing plan for the period from the Petition Date to October 31, 2020. If necessary, S&C expects to submit for approval by the Debtors prospective budgets and staffing plans for the duration of these chapter 11 cases.

24. I am authorized to submit this Declaration on behalf of S&C, and if called upon to testify, I would testify competently to the facts set forth herein.

25. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: September 30, 2020
New York, NY

/s/ Andrew G. Dietderich

Andrew G. Dietderich
Sullivan & Cromwell LLP

Schedule 1

Interested Parties List

Debtor Entities

Garrett Motion Inc.
BRH LLC
Calvari Limited
Friction Materials LLC
Garrett ASASCO Inc.
Garrett Borrowing LLC
Garrett Holding Company Sàrl
Garrett LX I S.à r.l.
Garrett LX II S.à r.l.
Garrett LX III S.à r.l.
Garrett Motion Australia Pty Limited
Garrett Motion Automotive Research
Mexico S. de R.L. de C.V
Garrett Motion Holdings II Inc.
Garrett Motion Holdings Inc.
Garrett Motion International Services S.R.L.
Garrett Motion Ireland A Limited
Garrett Motion Ireland B Limited
Garrett Motion Ireland C Limited
Garrett Motion Ireland Limited
Garrett Motion Italia S.R.L.
Garrett Motion Japan Inc.
Garrett Motion LLC
Garrett Motion México, Sociedad Anónima
de Capital Variable
Garrett Motion Romania S.R.L.
Garrett Motion Sàrl
Garrett Motion Slovakia s.r.o.
Garrett Motion Switzerland Holdings Sàrl
Garrett Motion UK A Limited
Garrett Motion UK B Limited
Garrett Motion UK C Limited
Garrett Motion UK D Limited
Garrett Motion UK Limited
Garrett Transportation I Inc.
Garrett Transportation Systems Ltd
Garrett Transportation Systems UK II Ltd
Garrett TS Ltd
Garrett Turbo Ltd

Non-debtor Related Entities

COMDEV Investments Limited
FMP Automotive (Malaysia) SDN BHD
FMP Distribution Ltd.

FMP Group (Australia) Pty Ltd
FMP Group (Thailand) Limited
FMP Group Pty Limited
Garrett Finances SNC
Garrett Motion (Thailand)Co., Ltd.
Garrett Motion BermudaLtd.
Garrett Motion Czech Republic s.r.o.
Garrett Motion Engineering Solutions
Private Limited
Garrett Motion France A S.A.S.
Garrett Motion France B S.A.S.
Garrett Motion France CS.A.
Garrett Motion France S.A.S.
Garrett Motion Germany GmbH
Garrett Motion Industria Automotiva Brasil
Ltda
Garrett Motion International Services
Morocco
Garrett Motion International Services S.R.L.
Türkiye İrtibat Bürosu [Turkey]
Garrett Motion International ServicesSRL
(Incorporated in Romania) [South Africa]
Garrett Motion Korea Ltd.
Garrett Motion Portugal, Unipessoal, Lda
[Portugal]
Garrett Motion Technologies (India) Private
Limited
Garrett Transportation Systems Ltd.
[Thailand]
Honeywell Automotive Parts Services
(Shanghai) Co., Ltd.
Honeywell Bermuda II, Ltd.
Honeywell Korea Ltd Indonesia
Representative Office
Honeywell Transportation Investment
(China) Co., Ltd. (New China TS Co)
Honeywell Turbo Technologies (Wuhan)
Co., Ltd.
OOO Garrett Transportation Systems
Turbodina S.A.I.y.C.

**Administrative Agents and Indenture
Trustees**

Deutsche Trustee Company Limited - Debt
and Agency Services

Deutsche Trustee Company Limited - Lux
Registrar

J.P. Morgan Europe Limited
JPMorgan Chase Bank, N.A., Loan and
Agency Services Group

Bidder

KPS Capital Partners

Cash Management Banks

ANZ Corporate Banking
Bank of America Merrill Lynch, Global
Corporate & Investment Banking
Banque Cantonale Vaudoise
BARCLAYS
BBVA
BLKB
BNP Paribas
Citibank
Citibank International Plc
CITIBANK INTERNATIONAL PLC
CITIBANK MASTER CARD
Citibank NA
Citibank NA Bratislava
Citigroup | Corporate and Investment
Banking
Deutsche Bank
Goldman Sachs & Co. LLC
J.P. Morgan - Global Corporate Bank,
Switzerland
JPMorgan Chase Bank - Luxembourg
JPMorgan Chase Bank - New York
Mitsubishi UFJ Trust and Banking
MUFG
Sumitomo Mitsui Banking Corporation,
Duesseldorf Branch
Sumitomo Mitsui Trust Club Co.,Ltd
UBS Switzerland AG
UniCredit Bank AG
UniCredit Bank AG Luxembourg Branch
Unicredit Lease Management
UNICREDIT LEASING FLEET
MANAGEMENT

Contract Counterparties

Al Manar for Manufacturing Car Fluids and
Spare Parts
Allied-Signal Inc.
ASIST OTOMOTIV SAN TIC.LTD.STI.
Asysum S.A.
Balance Technology Inc.
Bayerische Motoren Werke
Aktiengesellschaft
Bendix (Thailand) Limited
Bendix Commercial Vehicle Systems
Limited
Bendix Corporation
Bendix Mintex Pty. Ltd.
British Belting & Asbestos Limited.
CANGO Hard and Soft S.R.L.,
Castec Korea Co., Ltd.
Cimos d.d.
Delphi Automotive Systems LLC
Dongying Baofeng Auto Parts Co., Ltd.
Fiat Powertrain Technologies S.p.a.
FMP Australia
FMP AUTOMOTIVE MALAYSIA SDN. B
FMP GROUP (THAILAND) LIMITED
Fomar Poland Sp. Z o.o.
Ford Forschungszentrum Aachen GmbH
Ford Motor Company
German TiAl Turbine & Turbocharger
Technology GmbH
GRI ENGINEERING & DEVELOPMENT
LLC (aka MAT Holdings Inc.)
GUANGZHOU BD CO., LTD
Hofstetter PCB AG
Honda R&D Co., Ltd.
Honeywell Intellectual Properties Inc.
Honeywell International Inc.
Kehua Holdings Co., Ltd
Knorr-Bremse AG
Knorr-Systeme fur Nutzfahrzeuge GmbH
Lucky Oil S.R.L
Mei Ta Industrial Co., Ltd
Microsoft Corporation
Ministry of the Economy of the Slovak
Republic
Oerlikon Metco
OPTIMAL AG & CO. KG
Optimal KG

Pacific BBA Automotive Ltd.
Pacific BBA Limited
Palmers Green Pty. Ltd.
Recambiline S.L.
Roulonds Braking ApS
Shanghai Sinotec Co., Ltd.
Shenzhen BDS Automotive Technology Co., Ltd.
Sodirep
Sonceboz Automotive SA
Sony Computer Entertainment Inc.
TMD
Toyota Motor Corporation
Tye Soon Limited
Vaud Canton Central Tax Authority
Walter AG
Wecast Hungary Zrt.
Wecast Industries Co, Ltd.
Wuxi Best Precision Machinery Co. Ltd.
Wuxi Lihu Corporation Limited
Wuxi Yelong Precision Machinery Co., Ltd.

Credit Agreement Parties

BANCO BILBAO VIZCAYA
ARGENTARIA, S.A., NEW YORK
BRANCH
Bank of America Merrill Lynch
International Limited
Barclays Bank PLC
BNP PARIBAS
CitiGroup Global Markets Limited
Deutsche Bank AG, London Branch
Goldman Sachs Bank USA
MUFG BANK, LTD
UNICREDIT BANK AG

Major Customers

Bayerische Motoren Werke AG
Caterpillar Inc.
Daimler AG
Deere & Company
Fiat Chrysler Automobiles N.V.
Ford Motor Company
FPT Industrial
General Motors
Groupe PSA

Hino Motors Ltd.
Hyundai Kia
Jiangling Motors Corporation Limited
Mazda Motor Corporation
Nissan Motor Co, Ltd
Perkins Engines Company Limited
Proto Motors
Renault S.A.
SAIC General Motors Corporation Limited
Subaru Corporation
Volkswagen Group

Directors and Officers

Aileen Kathryn McDowall
Alberto Abraham Chavez Dipp
Alberto Chavez
Aldea Mihaela
Alessandro Gili
Alexander Greene
Anthony Lodato
Armando Tacconelli
Brendan P O'Connor
Carlos Cardoso
Carlos De los Santos Anaya
Carsten J. Reinhardt
Chris James
Constanta Nazarcu
Courtney Enghauser
Craig Balis
Cristian Manu
Cyril Grandjean
Dai, Hong
Damien Schuind
Daniel Deiro
Dipp, Alberto Abraham Chavez
Enrique Vazquez Gorostiza
Eric Fraysse
Fabrice Spenninck
Fernando Marafon
Hong Dai
Jerome P. Maironi
Jerome Stoll
John Christopher James
John Jones
Koenraad Van Himbeeck
Lydia Castro Roa

Marian Vazur
Martin Schiesser
Masayuki Ienaga
Maura J. Clark
Neil Goldman
Olivier Rabiller
Paola Casciola
Patrick MacNamara
Paul Carlsson
Peter Bracke
Piero Gennari
Pierre Ernest Barthelet
Rebecca Conway
Richard Hogan
Russell James
Samuel Cochon
Scott Tozier
Sean Deason
Sean Reagan
Susan L. Main
Thierry Mabru

Non-D&O Employees in US

Aileen McDowall
Chris Hales
Christophe Carli
Christophe Mathy
Christopher Burdeu
Claire Fauquette
Cody Taylor
Dominique Bartlomiejczyk
Fabio Ferrante
Jean-Phillippe Bedu
Jean Phillippe Schmitt
Kerry Eby
Mark Rodrigues
Panos Sotiropoulos
Paul Blalock
Paul de Montfalcon
Regis Michel
Rob Cadle
Robert Vitasek
Volkan Deveci

Major Equity Holders

BlackRock Fund Advisors

Deccan Value Investors LP
Sessa Capital IM LP

Factoring Lenders

B.N.P. Paribas Factor S.A.
Banco Santander, S.A., Frankfurt Branch

Lenders

40/86 ADVISORS INC - AS AGT
ALLIANCEBERNSTEIN LP (AS AGT)
AMER MONEY MGMT CORP
ANGELO, GORDON & CO.L.P.
AOZORA BANK, LTD.
APEX CREDIT PARTNERS LLC
ARES MANAGEMEN+C11T LLC (AS AGT)
BARCLAYS BK PLC
BARING (U.K.) LIMITED
BARINGS (UK)- JOCASSEE PTNRS
BARINGS LLC (AS AGENT)
BCO BILBAO VIZCAYA ARGENTARIA,
BDCM FUND ADVISER LLC
BLUEMOUNTAIN CAP MANAGEMENT,
L
BNP PARIBAS (SUISSE) SA
BNP PARIBAS SA
BRIGADE CAP MGT, LP
CAIRN CAPITAL GROUP LTD (AGT)
CARLSON CAPITAL, L.P.
CARLYLE INV MGMT L.L.C.
CITIBANK N.A - LOND BRANCH
CITIZENS BANK, NATL ASSOC
CQS MGT LTD
CR SUISSE ASSET MGMT LLC (AS A
CVC CR PARTS LLC
DCM SENIOR CREDIT, LLC
DEUTSCHE BK AG
DFG INVESTMENT ADVISERS INC
EAST-WEST UTD BK SA
EATON VANCE MANAGEMENT (AS AGT)
ELMWOOD ASSET MANAGEMENT LLC
FAIR OAKS LOAN FUNDING I D A C
GOLDENTREE ASSET MGMT LP

GOLDENTREE LOAN MNGT EUR CLO
3
GOLDMAN SACHS ASSET MGMT LP (A
GOLDMAN SACHS BANK USA
GSO CAP PART LP
HALSEYPOINT ASSET MANAGMNT
LLC
HAYFIN CAPITAL MANAGEMENT LLC
HPS INVESTMENT PARTNERS
ICICI BANK LTD
INTERMEDIATE CAP GR PLC (AGY)
INTERMEDIATE CAPITAL GROUP PLC
INVESCO ADVISERS, INC (AS AGEN
INVESCO EURO CLO III DAC
INVESTCORP CREDIT MGMT US LLC
JPMORGAN BK BRANCH - 0802
JPMORGAN CHASE BANK, NATL ASSO
M & G INV MGMT LTD (AGT)
MARBLE POINT CREDIT MGMT LLC
MEDALIST PARTNERS CORPORATE
MERRILL LYNCH & CO., INC.
MJX ASSET MGMT LLC
MUFG BANK, LTD.
MUZINICH & CO INC(AS AGT)
NASSAU CORPORATE CREDIT LLC
NIBC BK NV - LONDON
NORTH WESTERLY VI
NOVA KREDITNA BK MARIBOR DD
OCTAGON CR INVESTORS, LLC
PAR-FOUR INV MGT, LLC
PARTNERS GROUP (USA) INC.
PENTA CLO 6 DSGNTD ACTY CO .
PGIM INC
PINEBRIDGE INV LLC(AS AGT)
PPM AMER INC (AS AGENT)
PRETIUM CAP MGMT LLC
RAIFFEISEN BANK INTERNATIONAL
RAYMOND JAMES BANK N.A.
SILVERMINE CAP MGMT LLC
SOC GEN
STATE BANK OF INDIA
STATE BK OF INDIA-LONDON
STEELE CREEK
SUMITOMO MITSUI
TELOS ASSET MGT LLC
TIKEHAU CLO V B.V.

TIKEHAU INV MGMT S.A.S.
TPG OPPORTUNITIES PARTNERS, LP
UNICREDIT BK AG
VOYA INV MGMT CO LLC
WELLFLEET CR PARTS LLC
WHITEHORSE CAPITAL PARTNERS LP
YORK CAP MGT ADVISORS LLC

Hedging Parties

BANCO BILBAO VIZCAYA
ARGENTARIA, S.A.
Barclays Bank plc
BNP Paribas, New York Branch
CITIBANK
CITIBANK N.A.
DEUTSCHE BANK AG
GOLDMAN SACHS INTERNATIONAL
J.P. MORGAN SECURITIES PLC
Merrill Lynch International
Société Générale
UNICREDIT BANK AG

Indemnification agreements

Honeywell ASASCO 2 Inc.
Honeywell International Inc.

Insurers

AIG Europe Limited
Allianz Global Corporate & Specialty SE
Allianz Insurance plc
Allied World Assurance Company AG
Aspen Syndicate 4711
Aviva Group
Beazley Syndicate 2623 / 623
Chubb European Group Limited
Chubb Seguros México, S.A.
Chubb Underwriting Agencies Ltd
(Syndicate 2488)
Etablissement Cantonal d'Assurance (ECA)
First Liberty Insurance Corp
Great Lakes Insurance SE (Munich Re)
Hiscox (Syndicate 0033 HIS)
HSB Engineering Insurance Limited
Liberty Insurance Corp
MARSH & MCLENNAN INSURANCE
AGENCY LUS

Marsh Ltd
MARSH LTD UK GB
Navigators Insurance Co
Pool Re
QBE European Operations plc.
Starr Indemnity & Liability Company
The First Liberty Insurance
W. R. Berkley Corporation
XL Insurance Company SE
Zurich Engineering
Zürich Versicherungs-Gesellschaft AG

Lease Counterparties

Casa Twin Tower Business Centre
EQUEST LOGISTIC S.R.L.
FMP Group (Australia) Pty Ltd
FZB Plymouth, LLC
Ganimede S.r.l.
Hasma Pty Limited
HGR Management, LLC
Hiteco S.r.l.
Honeywell (China) Co., Ltd.
Honeywell Aftermarket Europe S.r.l.
Honeywell Control Systems Limited
Honeywell Garrett Italia Srl
Honeywell GmbH
HONEYWELL INGENIERIA Y
TECNOLOGIA AEROSPACIAL DE
MEXICO S. DE R.L. DE C.V.
HONEYWELL INTERNATIONAL INC.
Honeywell International S.à.r.l.
Honeywell Japan Ltd.
Honeywell Limited
Honeywell Technologies Sarl
Honeywell UK Limited
Industrious ATL 1447 Peachtree LLC
INMUEBLES EL VIGIA, S.A. DE C.V.
La Ganimede S.r.l.
NETRON INVESTMENT SRL
Novar ED&S Limited
Regus Management Group LLC
SECOND ROC-JERSEY ASSOCIATES
L.L.C.
Sparkasse Gifhorn-Wolfsburg
Svizzera 185 S.r.l.

Wong y Asociados Inmobiliaria, S. de
R.L.de C.V.

Xtraspace Flexi Office (pty) Ltd.

Litigation parties

Administración Desconcentrada de
Auditoría de Comercio Exterior del Pacífico
Norte, con Sede en Baja California, de la
Administración General de Auditoría de
Comercio Exterior del Servicio de
Administración Tributaria,
BES SAUVAIGO & ASSOCIES
DARIUS ADAMCZYK
Elise Deillon-Antenen, avocate
Hayat Aarab
Honeywell ASASCO 2 Inc.
HONEYWELL ASASCO 2 LLC
HONEYWELL ASASCO LLC
Honeywell do Brasil Ltda.
HONEYWELL HOLDINGS
INTERNATIONAL INC.
Honeywell International Inc.
Maître Anne-Marie Aufrère
Mexicali Customs House
Precision Components Industries
SELARL MJ ALPES
SU PING LU

Noteholders

ABN AMRO Investment Solutions S.A.
Aegon USA Investment Management, LLC
AllianceBernstein, L.P. (U.S.)
AllianceBernstein, LTD (U.K.)
Amundi Pioneer Asset Management, Inc.
Anima SGR S.p.A.
AXA Investment Managers (U.K.), LTD
Baillie Gifford & Company
Banco de Sabadell S.A. (Asset
Management)
BankInvest Asset Management
Barings (U.K.), LTD
Barings, LLC
BlackRock Investment Management (U.K.),
LTD
BNP Paribas Fortis S.A./N.V. (Private
Banking)
Chenavari Credit Partners, LLP

DBX Advisors, LLC
Deka Investment GmbH
DWS Investment GmbH
Eaton Vance
Edmond de Rothschild Asset Management
(UK) LTD
Erste Asset Management GmbH
Fidelity International Limited - FIL
Investment Services (U.K.), LTD
Financière Meeschaert
Formuepleje A/S
Generali Insurance Asset Management SGR
S.p.A.
GoldenTree Asset Management, L.P. (U.S.)
Groupama Asset Management S.A.
Helaba Invest Kapitalanlagegesellschaft
mbH
Intermediate Capital Group plc
Intermediate Capital Group, Inc.
Invesco Asset Management S.A.
Janus Henderson Investors (U.K.)
JAR Capital Wealth Management, LLP
Kames Capital PLC
Lord, Abnett & Co., LLC (Asset
Management)
M&G Investment Management Ltd
Manulife Asset Management (Europe), LTD
MEAG Munich Ergo Asset Management
GmbH
Mediolanum Asset Management, LTD
Muzinich & Co., LTD (London)
NatWest Markets, PLC
NN Investment Partners (Belgium)
Nomura Asset Management U.S.A., Inc.
Nykredit Asset Management A/S
ODDO BHF Asset Management SAS
OFI Asset Management
PineBridge Investments Europe, LTD
PPM America
Pramerica SGR S.p.A.
Robeco Institutional Asset Management BV
Russell Investment Management, LLC
Schroder Investment Management North
America, Inc.
St Paul's CLO IX Designated Activity
Company

State Street Global Advisors Ireland, LTD
Swedbank Robur Fonder AB
Syd Fund Management A/S
Teachers Retirement System of Louisiana
Tikehau Investment Management
UBS Fund Management (Luxembourg) S.A.
(Funds)
UBS Switzerland AG
Voya Investment Management, LLC

Other Unsecured Creditors

Agenzia Regionale per la Tutela
dell'Ambiente (ARTA), Distretto
provinciale di Chieti
Regione Abruzzo Dipartimento Opere
Pubbliche, Governo del Territorio e
Politiche Ambientali
Servizio Tecnico Ambiente, Provincia di
Chieti
Tennessee Department of Environment and
Conservation

Professionals

A and L Goodbody
ABRAMS & BAYLISS LLP
AlixPartners LLP
ANDERSEN TAX, LLC
Arendt & Medernach SA
Arendt Services SA
Arnold & Porter Kaye Scholer LLP
BAKER & MCKENZIE - CIS, LIMITED
Baker & McKenzie Abogados, S.C.
BAKER AND MCKENZIE ZURICH
Barzano & Zanardo Roma S.p.A
Beijing Chang Tsi & Partners
BHOOPALAM
CHANDRASHEKHARAI AH PRABHA
Bird & Bird AARPI
Bird and Bird LLP
Bird&Bird Advokat KB
BMG AVOCATS
Boult Wade Tennant LLP
Broadridge Investor Communications
Brown Rudnick LLP
Brunner et Associates SA
CARMODY AND TORRANCE

CMS CAMERON MCKENNA SCA
CMS HASCHE SIGLE
CMS von Erlach Poncet SA
ConwayMCColl Solicitors Limited
CORNERSTONE RESEARCH INC.
CSC THE UNITED STATES
CORPORATION
Daniel J. Edelman, Inc.
DAVIS POLK & WARDWELL LONDON
LLP GB
DELOITTE & TOUCHE LLP
DELOITTE & TOUCHE S.P.A.
DELOITTE & TOUCHE SA SUISSE
Deloitte Audit S.R.L.
Deloitte Audit s.r.o.
Deloitte Audit, s. r. o.
Deloitte Consulting AG
Deloitte Haskins and Sells LLP
Deloitte LLP
Deloitte SA
DELOITTE TOUCHE
DENTONS SOUTH AFRICA
Donald Hill Patent Law
Drinker Biddle & Reath
Ernst & Young AG
Ernst & Young Law s. r. o.
Ernst & Young LLP
ERNST & YOUNG SRL
Ernst & Young, s.r.o.
ERNST + YOUNG
ERNST and YOUNG LLP
Ernst&Young Law GmbH
ERNST&YOUNG TERCO SERVIÇOS
Freshfields Bruckhaus Deringer
FTI CONSULTING INC US
GALAZ,YAMAZAKI, RUIZ, URQUIZA,
S.C.
Gevers & Ores
GLOBAL LAW OFFICE
Greenberg Traurig PA
Gun Partners
Hadiputranto, Hadinoto & Partners
Haynes and Boone, LLP
HOGAN LOVELLS INTERNATIONAL
LLP
Hogan Lovells LPP International LLP

Hogan Lovells Paris LLP
HOGAN LOVELLS US LLP
IPREO LLC
JUNHE LLP
Kim and Chang
KPMG LLP
Kurtzman Carson Consultants (KCC)
Lakshmikumaran & Sridharan
LATHAM & WATKINS LLP
Leason Ellis LLP
LENZ ET STAEHELIN
LEWIS SILKIN LLP
Lewis Silkin Services Limited
Lorenz and Kopf LLP
M&M O'SHEA
MACKENZIE PARTNERS, INC
Morgan Stanley Smith Barney LLC
Pangrle Patent Brand and Design Law
Perella Weinberg Partners LP
PHILLIPS ADR ENTERPRISES PC
Price Water House & Co Bangalore LL
PRICewaterHOUSE COOPERS S.C.
PricewaterhouseCoopers AG
PRICEWATERHOUSECOOPERS
CONTADORES
PricewaterhouseCoopers LLP
PRICEWATERHOUSECOOPERS
PRIVATE
PricewaterhouseCoopers Private Limi
Pricewaterhousecoopers services LLP
PricewaterhouseCoopers Slovensko sr
PricewaterhouseCoopers Tax k s
PRICEWATERHOUSECOOPES LLP GB
PWC UK
QUINN EMANUEL URQUHART &
SULLIVAN, US
Quinn Emmanuel Trial Lawyers
Radu si Asociatii SPRL
Remfry & Sagar
ROXIN RECHTSANWAELTE LLP
Schofield Sweeney LLP
Schulte Roth & Zabel LLP
SCP FLICHY GRANGE AVOCATS
Seager Tufte and Wickhem LLP
Sheppard Mullin Richter Hampton LLP
Signature Litigation AARPI

SIMMONS AND SIMMONS LLP
Simpson Thacher Barlett
Sullivan & Cromwell LLP
The Law Office of John A Griecci
THOMPSON HINE LLP
TLG - THE LEGAL GROUP
ADVOCATES
TOWERS WATSON CONSULTORES SA
DE CV
WILLIS TOWERS WATSON
CONSULTING BVB
Willis Towers Watson US LLC
WP Thompson Limited
Yuasa and Hara

JV Partners and Other Related Parties

CANGO
FMP Australia
FMP AUTOMOTIVE MALAYSIA SDN. B
FMP GROUP (THAILAND) LIMITED
Honeywell International Inc.
Honeywell Transportation Investment
(China) Co.,Ltd.

SDNY Bankruptcy Judges

Chief Judge Cecelia G. Morris
Judge James L. Garrity Jr.
Judge Martin Glenn
Judge Michael E. Wiles
Judge Robert D. Drain
Judge Robert E. Grossman
Judge Sean H. Lane
Judge Shelley C. Chapman
Judge Stuart M. Bernstein

Tax Authorities and Regulators

Administration des contributions directes -
Grand Duche de Luxembourg
Agencia Aduanal Esquer Luken, SC
ANAF-DGRFMB-Administratia Fiscala
pentru Contribuabili Mijlocii
ANAF-Directia Generala de Administrara a
Marilor Contribuabili (DGAMC)
Australia Border Force
Australian Taxation Office
Ayuntamiento de Mexicali

Birou Vamal Otopeni
Biroul Vamal Constanta
Biroul Vamal Otopeni Calatori
California Department of Tax & Fee
Administration
Chambre de commerce (Luxembourg)
Cheshire East Council
COMISION ESTATAL DE SERVICIOS
PUBLICOS DE MEXICALI
Companies House
Customs and Tariff Bureau
DC Office of Tax and Revenue
Delaware Division of Corporations
Direzione Provinciale di Chieti
ENVIRONMENTAL PROTECTION
AGENCY
Etat de vaud or Canton de vaud (Office
d'impot des Personnes Morales) – State of
vaud or Canton of vaud (Tax Office for
Legal Entities)
Financial Accounting Standards Board
Financni Urad Pro Hlavni
Finanzamt Konstanz
Franchise Tax Board California
General Directorate of Local Taxes and Fees
Sector 6
Georgia Department of Revenue
GOBIERNO DEL ESTADO DE BAJA
CALIFORNIA
Groundwater & Environmental Services, Inc
HM Revenue & Customs
Honjo-city Tax Collection Division
Indiana Department of Revenue
Inenco
Iowa Department of Revenue
IPAN Intellectual Property Associat
IRS (INTERNAL REVENUE SERVICE)
Japan National Tax Agency
Ministry of the Economy of the Slovak
Republic
Municipality of Atessa
Municipality of Torino
New York Department of Revenue
Obec Zaborske
Office of the Revenue Commissioners

Public Company Accounting Oversight
Board
PUBLIC COMPANY ACCOUNTING
OVERSIGHTBOARD US
Regione Abruzzo Servizio Tesoreria
RL Jones Custombroker
Saitama prefecture
Servicio de Administracion Tributaria
Slovak Fiscal Administration
Slovak Tax Authority
State of Connecticut Department of Revenue
Service
Tennessee Department of Revenue
Tokyo Metropolitan Government
UK Finance Administration
Urad prace, socialnych veci a rodiny
US Customs & Border Protection
Vaud Canton Central Tax Authority
Waterford City Council
Wood Environment & Infrastructure
Solutions Inc

UCC Lien Holders

ECONOCOM CORPORATION
JPMORGAN CHASE BANK, N.A.

Unions and Works Councils

Australian Manufacturing Workers Union
Connect trade union (formerly TEEU)
Electrical Trades Union
Nueva Cultura Laboral
Sindicatul Allied Signal

US Trustee employees

Alicia Leonhard
Christine Black
Guy A. Van Baalen
Joseph Allen
Joseph Nadkarni
Kathleen Schmitt
Linda Riffkin
Lisa Penpraze
Paul K. Schwartzberg
William K. Harrington

Utilities

Added Computer & Telephony Com e Se
AGUA Y HIELO ESTRELLAZUL DE
MEXICAL
Airtel A/C No. 112-100960996
Airtel A/c No: 112-100959962
AN APELE ROMANE
APA NOVA
APA NOVA BUCURESTI SA
ARUBA SPA
ARUBA SPA E2E
AT & T Communication Services India
AT and T Mobility LLC
AYUNTAMIENTO DE MEXICALI
BEIJING WANG AN JIE TONG
TECHNOLOGY
BETTA TELECOMUNICAÇÕES E
ELETRÔNICA
BHARTI AIRTEL LIMITED
Bharti Airtel Services Ltd
BORD GAIS
C.C.D. ENERGIES
CAM. NAL. DE LA IND. ELECTR. DE
TELECOM Y TECNO DE LA INFO
CAMARA DE COMERCIALIZACAO DE
CASCARDI SANEAMENTO BÁSICO
LTDA
CFE SUMINISTRADOR DE SERVICIOS
Chaturshringi Service Station
CHEMTECH WASTE MANAGEMENT
LTD
Cheongdo
China Unicom Wuhan Paging Enterprise
Office
China United Network Communications
Co., Ltd.
CIA ULTRAGAZ S.A
Cia Ultragaz S/A
Com And Lan Digital Tech Co., Ltd.
Comision Federal de Electricidad
Comune di Atesa
CONDOMINIO EDIFICIO PAULISTA
Corporativo Reaal S de RL de CV
DESARROLLO DE TECNOLOGIAS
INTEGRALE
DIBPEL GERENCIAMENTO DE
RESIDUOS

Duksung
DYNAMIC COMMUNICATIONS
MEXICO
E.D.F. - G.D.F.
E.ON Energie România S.A.
EC Bank Co., Ltd.
ECOGAS MEXICO, S. DE R.L. DE C.V.
EDISON ENERGIA SpA
EDP SAO PAULO DISTRIBUICAO DE
Energia
ENERGIA AZTECA X SA DE CV
EOLO SpA
Fanal Comercio Derivados Petroleo
Fans Trans (China) International Freight
Agent Co., Ltd.
FASTWEB SPA
FASTWEB SPA / MILANO
GOEPIK SISTEMAS INDUSTRIAIS SA
GSA GERENCIAMENTO DE RESIDUOS
EIREL
GTS TELECOM SRL
H. BLOCH a.s.
Hidrocarburos del Noroeste SA de CV
HONJOSHI SUIDOKA
Horizon Safety Systems
Horizon Services
HORIZON TECH LTDA
Hyundai AutoEver Corp.
IDEA CELLULAR LTD 8.10604733
Idea Cellular Ltd A/c No 8.10398708
IEnova Marketing S. de R.L. de C.V.
Insight Technology Solutions GmbH
IRCAT CO SRL
Irish Water
JAIME DONACIANO JIMENEZ CRUZ
Jiashang Petroleum (Zhoushan) Co.,
Korean Oil
KOSIT A S
Kt Estate Co., Ltd.
LUBSTAR A.S.
Maharashtra State Electricity Distr
MARIA ROSA ALICIA MARAVEL
VALENZUEL
MAWATI COLETA DE RESIDUOS
INDUSTRIA
MEDAM S DE RL DE CV

MICHELLE GARCIA LICONA
MOL Česká republika, s.r.o.
NAMYANG CO.,LTD.
Nantong Lean Electronics Co., Ltd
NCH BRASIL LTDA.
Nepal Dist. de Agua Mineral LTDA.
Nevicom SA
ONYX EST
OPERADORA DE BOLICHE MEXICALI
Operadora de Boliche Mexicali SA de CV
ORANGE BUSINESS SERVICES
ORANGE ROMANIA SA
Orange Slovensko a s
PACIFIC TREATMENT
ENVIRONMENTAL
PCS Telecom Co.,Ltd
PRAZSKA ENERGETIKA, A.S.
Presov REAL s.r.o
PROAGUAS TRANSANTISTA LTDA-ME
PROLAB AMBIENTAL ANÁLISE
PROMOBEIS DE MEXICALI, A.C.
RADIOMOVIL DIPSA SA DE CV
Radiomovil Dipsa SA de CV Payment
RAI Abbonamenti Speciali Torino
RELIANCE JIO INFOCOMM LIMITED
Renault SAS
RENOVA TRATAMENTO DE
RESIDUOS LTDA
Restore Shred
Ryder Communications Group Inc
RYDER COMMUNICATIONS GROUP
INC US
SABESP - COMP.SAN.BAS.S.P
SAMSUNG SDS
SAS SEGEC DIRECT
Schneider Electric ESS BVBA
SERVICO AUTONOMO DE AGUA E
ESGOTO
Shang Hai Lai Shi You Pin You Xian
shanghai move-communicate Co.Ltd.
shanghai telecom account center
SHANGHAI WINSH COMPUTER
TECHNOLOGY
Shanghai Ziyen information technolo
Shanghai Ziyu Network Technology Co
SINGTEL EUROPE LTD

Singtel Global (India) Pvt Ltd
SingTel Global India Private Limite
Singtel Global India Pvt Ltd
SK Broadband Co., Ltd.
SK PROTECTIVE PRODUCTS
SK Technik
SK 텔레콤
SUEZ Australia Pty Ltd
Swisscom (Schweiz) AG
TELECOM ITALIA SPA
TELSTRA
TEMPO ENERGIA S.A.
Tinmar Energy SA
TINMAR GAS S.A.
T-mobile Czech Republic, a.s.
TOTAL ENERGIE GAZ
TOTAL FRANCE
T-SYSTEMS DO BRASIL LTDA
UB1st Co., Ltd.
UNITED GRINDING NORTH AMERICA
INC
VEOLIA EAU
Veolia Environmental Services Techn
VEOLIA ES CLEANAWAY UK LTD
Veolia Water Technologies
VERIZON
Verizon communications India Privat
Verizon Communications Slovakia s.r
VERIZON FINANCIAL SERVICES LLC
US
Verizon Italia S.p.A.
Verizon Nederland BV
Verizon Switzerland AG
VERIZON WIRELESS
VERIZON WIRELESS US
VODAFONE
Vodafone GmbH
Vodafone Idea Limited
Vodafone Italia S.p.A.
Vodafone Ltd
Vychodoslovenska energetika a.s
Waterlogic Australia PTY LTD
Wuhan Hubei Electric Power Company
Wuhan Stone Smart Time Technology
Wuhan Water Group Company Litmitted.

Major Vendors

ACEROS MOLDEADOS DE LACUNZA
SA
ACTECH GMBH
ADP
Aikoku Alpha Corp
ALUMALSA
Amazon
ANSYS
AOKI SEIKI INDUSTRIES
ARANDA TOOLING INC.
ATMECA
AutoCont
AVENUE MOULDMaking LTD
AVL
AXA Life
BIBUS
BOCAR S.A. DE C.V.
Booster Precision Components
BQ MACHINING SA DE CV
Brakes India
BUDGET SRL
Caisse AVS de la Federation patronale
vandoise
Caparo Engineering India Pvt Ltd
CASTEC
CASTWELL PRODUCTS LLC
CBRE
CCN
CEMB
Central CMS Corporation
CEVA
Cimos
CITI
Cogeme
COMPA SA
COMPACT SERVICE ABC SRL
COMPAX INC
CROSS MANUFACTURING CO
CRRC
Daido
Dalian Nakamura
Dandong Heben Prec Mach Co Ltd
DANYANG CHENGYE LIGHT
DATATECHNIC
DBI PLASTICS

DHL
DISCOM INTERNATIONAL INC
Doncasters
DUCI
Easy Flyers S.R.O.
ECONOCOM
EGSTON
ELE Advanced Technology
ElringKlinger
ENKEI ALUMINIUM PRODUCTS
EQUEST LOGISTIC SRL
ETAS
EVEREST ROPACK
Expeditors International
Faist
Feilong Auto Components Co., Ltd
FERRIERE DI STABIO S.A
Finecast Foundry Limited
FIRTH RIXSON PLC
Flex Automotive
Fontana
Formel D
FPRS DEPOSITORY ACCOUNT PLAN
88374 US (FIDELITY)
FS PRECISION TECH LLC
FSA Systeme de Asamblare SRL
Fujitsu
Fujiwa Machinery
GITS
GUTIERREZ TRUCKING, LLC.
Helical
Hella
Hickey Fabrication Services Ltd.
HIT PRECISION METALS CO LTD
Hitachi
Honeywell
Howmet Fixation Simmonds SAS
INDO MIM PRIVATE LTD
Indo Schottle
INDO-MIM PRIVATE LTD
INSTITUTO MEXICANO DEL SEGURO
SOCIAL
Inzi Controls
ISIS Development
Japan Pension Organization Port
Jiangsu sinotec co.,ltd

JIANGSU TENGCHI TECHNOLOGY CO
LTD
Jiangyin Machine Building Inc
JIANGYIN UNI-POL CO LTD
Kamtec
Kehua
KINTETSU WORLD EXPRESS, INC.
KOSEI AKAGI (KUNSHAN)
ALUMINUM CO.,
Koshida Corporation
KOVOLIS HEDVIKOV A.S
Le Belier
LEMAN Industire
LGA Automation
Lioho Metal (hubei) Co Ltd
LISK GW COMPANY INC
M2M Machining Inc
Magneti Marelli
MANPOWER
Marubeni Automotive Corporation
MECANIZACION S.A.
Mei Ta Industrial Co., Ltd
METALIS
Microsoft Corporation
MINDA CORPORATION LIMITED
MITSUBA
MITSUBISHI
NATIONAL ECONOMIC RESEARCH
ASSOC
Netron Investment SRL
NINGBO YINZHOU TIANGE
AUTOMOBILE
NMB Minebea GmbH
NNC SOLUTIONS SRL
NORMA
NTT
Old Mutual Operadora de Fondos
ORACLE
PERROTON
Pierburg
Poclain Technicast
PRECIALP
PRECISION RESOURCE
Q and L Industrial Services s r o
Quality&Logistics Industrial Service
R.G. RAY CORPORATION

RAIS Slovakia, s.r.o.
RCI ROSS CASTING & INNOVATION
Remet UK Ltd.
S&H Co
Saint Jean Industries Lorraine
Saint Jean Industries Lorraine SA
Samwee Precision
SC EXCELENT AUTO SRL
Schaeffler
SECURITAS
SELMEC
Sensata
Seo-il Casting
Shanghai LiangJi
SICTA
SIRVA GLOBAL RELOCATION INC
Sn SAMAT
Sonceboz
STOCKLOR
Streit
STWM
Supply Chain Factory GmbH
T.R. Fastenings
TAIKO UNYU
TATA CONSULTANCY SERVICES
TECHSISTEM SRL
TECNOMATIC
TF SERVICE IMPEX SRL
THE CHARTER DEPT. INC.
THE COLLECTOR - GENERAL
Thermamax
Trigo
TRUCAST
Turbocam Automated Production Syste
Umfotec Umformtechnik GmbH
UniCredit
UNITED HEALTH CARE
Universal Precision Screws
US BANK (FREIGHT)
VANGUARD FOUNDRY LTD
VIMI Fasteners S.p.A.
WAUKESHA BEARINGS CORP
Wescast
Wieland Metal Services LLC
Windtech Inc

WUXI BEST PRECISION MACHINERY
CO
WUXI LIHU
Wuxi Xinan Aluminum Technology Co.,
WUXI YELONG PRECISION
MACHINERY CO
YUSEN LOGISTICS S.R.L.

Schedule 2

Current S&C Clients

Entity	Relationship to Debtors	S&C relationship
ADP	Vendors	Current client
AIG Europe Limited	Insurers	Ultimate parent is current client
ALLIANCEBERNSTEIN LP (AS AGT)	GTX Lenders	Ultimate parent is current client
AllianceBernstein, L.P. (U.S.)	Noteholders	Ultimate parent is current client
AllianceBernstein, LTD (U.K.)	Noteholders	Ultimate parent is current client
Allianz Global Corporate & Specialty SE	Insurers	Ultimate parent is current client
Allianz Insurance plc	Insurers	Ultimate parent is current client
Allied-Signal Inc.	Contract counterparties	Ultimate parent is current client
Amazon	Vendors	Current client
ANZ Corporate Banking	Cash Management Banks	Ultimate parent is current client
ARES MANAGEMEN+C11T LLC (AS AGT)	GTX Lenders	Current client
Aspen Syndicate 4711	Insurers	Ultimate parent is current client
AT & T Communication Services India	Utilities	Ultimate parent is current client
AT and T Mobility LLC	Utilities	Ultimate parent is current client
AXA Investment Managers (U.K.), LTD	Noteholders	Ultimate parent is current client
AXA Life	Vendors	Current client
Axiom Global Inc.	Professionals - Ordinary Course	Current client
B.N.P. Paribas Factor S.A.	Factoring Lenders	Ultimate parent is current client
Banco Santander, S.A., Frankfurt Branch	Factoring Lenders	Current client
Bank of America Merrill Lynch International Limited	Credit Agreement Parties	Ultimate parent is current client
Bank of America Merrill Lynch, Global Corporate & Investment Banking	Cash Management Banks	Ultimate parent is current client
Barclays Bank PLC	Credit Agreement Parties	Current client
Barclays Bank plc	Hedging Parties	Current client
BARCLAYS BK PLC	GTX Lenders	Current client
BARCLAYS	Cash Management Banks	Current client
BARING (U.K.) LIMITED	GTX Lenders	Ultimate parent is current client
Barings (U.K.), LTD	Noteholders	Ultimate parent is current client
BARINGS (UK)- JOCASSEE PTNRS	GTX Lenders	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
BARINGS LLC (AS AGENT)	GTX Lenders	Ultimate parent is current client
Barings, LLC	Noteholders	Ultimate parent is current client
BlackRock Fund Advisors	Equity holders	Ultimate parent is current client
BlackRock Investment Management (U.K.), LTD	Noteholders	Ultimate parent is current client
BNP Paribas	Cash Management Banks	Current client
BNP PARIBAS	Credit Agreement Parties	Current client
BNP PARIBAS SA	GTX Lenders	Current client
BNP Paribas, New York Branch	Hedging Parties	Current client
BNP PARIBAS (SUISSE) SA	GTX Lenders	Ultimate parent is current client
BNP Paribas Fortis S.A./N.V. (Private Banking)	Noteholders	Ultimate parent is current client
CARLYLE INV MGMT L.L.C.	GTX Lenders	Current client
Caterpillar Inc.	Customers	Ultimate parent is current client
China Unicom Wuhan Paging Enterprise Office	Utilities	Current client
China United Network Communications Co., Ltd.	Utilities	Current client
Chubb European Group Limited	Insurers	Ultimate parent is current client
Chubb Underwriting Agencies Ltd (Syndicate 2488)	Insurers	Ultimate parent is current client
CITI	Vendors	Current client
CITIBANK	Hedging Parties	Current client
Citibank	Cash Management Banks	Current client
CITIBANK INTERNATIONAL PLC	Cash Management Banks	Ultimate parent is current client
Citibank International Plc	Cash Management Banks	Ultimate parent is current client
CITIBANK MASTER CARD	Cash Management Banks	Ultimate parent is current client
CITIBANK N.A. – LOND BRANCH	GTX Lenders	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
CITIBANK N.A.	Hedging Parties	Current client
Citibank NA	Cash Management Banks	Current client
Citibank NA Bratislava	Cash Management Banks	Ultimate parent is current client
Citigroup Corporate and Investment Banking	Cash Management Banks	Current client
CitiGroup Global Markets Limited	Credit Agreement Parties	Ultimate parent is current client
CITIZENS BANK, NATL ASSOC	GTX Lenders	Ultimate parent is current client
Deutsche Bank	Cash Management Banks	Current client
DEUTSCHE BANK AG	Hedging Parties	Current client
DEUTSCHE BK AG	GTX Lenders	Current client
Deutsche Bank AG, London Branch	Credit Agreement Parties	Ultimate parent is current client
Deutsche Trustee Company Limited - Debt and Agency Services	Administrative Agents and Indenture Trustees	Ultimate parent is current client
Deutsche Trustee Company Limited - Lux Registrar	Administrative Agents and Indenture Trustees	Ultimate parent is current client
ECOGAS MEXICO, S. DE R.L. DE C.V.	Utilities	Ultimate parent is current client
E.D.F. - G.D.F.	Utilities	Current client
Fiat Powertrain Technologies S.p.a.	Contract counterparties	Ultimate parent is current client
FMP Australia	Contract counterparties	Ultimate parent is current client
FMP Australia	Related parties (JV partners)	Ultimate parent is current client
FMP Automotive (Malaysia) SDN BHD	Legal Entities - Non-debtors	Ultimate parent is current client
FMP AUTOMOTIVE MALAYSIA SDN. B	Contract counterparties	Ultimate parent is current client
FMP AUTOMOTIVE MALAYSIA SDN. B	Related parties (JV partners)	Ultimate parent is current client
FMP Distribution Ltd.	Legal Entities - Non-debtors	Ultimate parent is current client
FMP Group (Australia) Pty Ltd	Lease counterparties	Ultimate parent is current client
FMP Group (Australia) Pty Ltd	Legal Entities - Non-debtors	Ultimate parent is current client
FMP Group (Thailand) Limited	Legal Entities - Non-debtors	Ultimate parent is current client
FMP GROUP (THAILAND) LIMITED	Contract counterparties	Ultimate parent is current client
FMP GROUP (THAILAND) LIMITED	Related parties (JV partners)	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
FMP Group Pty Limited	Legal Entities - Non-debtors	Ultimate parent is current client
FPRS DEPOSITORY ACCOUNT PLAN 88374 US (FIDELITY)	Vendors	Ultimate parent is current client
FPT Industrial	Customers	Ultimate parent is current client
Generali Insurance Asset Management SGR S.p.A.	Noteholders	Ultimate parent is current client
Goldman Sachs & Co. LLC	Cash Management Banks	Current client, Ultimate parent is current client
GOLDMAN SACHS ASSET MGMT LP	GTX Lenders	Current client, Ultimate parent is current client
Goldman Sachs Bank USA	Credit Agreement Parties, GTX Lenders	Ultimate parent is current client
GOLDMAN SACHS INTERNATIONAL	Hedging Parties	Current client, Ultimate parent is current client
GSO CAP PART LP	GTX Lenders	Current client
Honda R&D Co., Ltd.	Contract counterparties	Ultimate parent is current client
Honeywell	Vendors	Current client
Honeywell (China) Co., Ltd.	Lease counterparties	Ultimate parent is current client
Honeywell Aftermarket Europe S.r.l.	Lease counterparties	Ultimate parent is current client
Honeywell ASASCO 2 Inc.	Litigation parties	Ultimate parent is current client
Honeywell ASASCO 2 Inc. c/o Honeywell International Inc.	Indemnification agreements	Ultimate parent is current client
HONEYWELL ASASCO 2 LLC	Litigation parties	Ultimate parent is current client
HONEYWELL ASASCO LLC	Litigation parties	Ultimate parent is current client
Honeywell Automotive Parts Services (Shanghai) Co., Ltd.	Legal Entities - Non-debtors	Ultimate parent is current client
Honeywell Bermuda II, Ltd.	Legal Entities - Non-debtors	Ultimate parent is current client
Honeywell Control Systems Limited	Lease counterparties	Ultimate parent is current client
Honeywell do Brasil Ltda.	Litigation parties	Ultimate parent is current client
Honeywell Garrett Italia Srl	Lease counterparties	Ultimate parent is current client
Honeywell GmbH	Lease counterparties	Ultimate parent is current client
HONEYWELL HOLDINGS INTERNATIONAL INC.	Litigation parties	Ultimate parent is current client
HONEYWELL INGENIERIA Y	Lease counterparties	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
TECNOLOGIA AEROSPACIAL DE "MEXICO S. DE R.L. DE C.V. = LANDLORD (Engineering)		
Honeywell Intellectual Properties Inc.	Contract counterparties	Ultimate parent is current client
Honeywell International Inc.	Contract counterparties	Current client
HONEYWELL INTERNATIONAL INC.	Lease counterparties	Current client
Honeywell International Inc.	Related parties (JV partners)	Current client
Honeywell International Inc.	Litigation parties	Current client
Honeywell International S.à.r.l.	Lease counterparties	Ultimate parent is current client
Honeywell Japan Ltd	Lease counterparties	Ultimate parent is current client
Honeywell Japan Ltd.	Lease counterparties	Ultimate parent is current client
Honeywell Korea Ltd Indonesia Representative Office	Legal Entities - Non-debtors	Ultimate parent is current client
Honeywell Limited	Lease counterparties	Ultimate parent is current client
Honeywell Technologies Sarl	Lease counterparties	Ultimate parent is current client
Honeywell Transportation Investment (China) Co., Ltd. (New China TS Co)	Legal Entities - Non-debtors	Ultimate parent is current client
Honeywell Transportation Investment (China) Co.,Ltd.	Related parties (JV partners)	Ultimate parent is current client
Honeywell Turbo Technologies (Wuhan) Co., Ltd.	Legal Entities - Non-debtors	Ultimate parent is current client
Honeywell UK Limited	Lease counterparties	Ultimate parent is current client
HPS INVESTMENT PARTNERS	GTX Lenders	Current client
IEnova Marketing S. de R.L. de C.V.	Utilities	Ultimate parent is current client
Insight Technology Solutions GmbH	Utilities	Ultimate parent is current client
J.P. Morgan - Global Corporate Bank, Switzerland	Cash Management Banks	Ultimate parent is current client
J.P. Morgan Europe Limited	Administrative Agents and Indenture Trustees	Ultimate parent is current client
JPMORGAN BK BRANCH - 0802	GTX Lenders	Ultimate parent is current client
JPMorgan Chase Bank - Luxembourg	Cash Management Banks	Ultimate parent is current client
JPMorgan Chase Bank - New York	Cash Management Banks	Ultimate parent is current client
JPMORGAN CHASE BANK, N.A.	UCC Lien Holders	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
JPMorgan Chase Bank, N.A., Loan and Agency Services Group	Administrative Agents and Indenture Trustees	Ultimate parent is current client
JPMORGAN CHASE BANK, NATL ASSO	GTX Lenders	Ultimate parent is current client
J.P. MORGAN SECURITIES PLC	Hedging Parties	Current client
Kurtzman Carson Consultants (KCC)	Professionals - Restructuring	Ultimate parent is current client
MANPOWER	Vendors	Current client
MERRILL LYNCH & CO., INC.	GTX Lenders	Ultimate parent is current client
Merrill Lynch International	Hedging Parties	Ultimate parent is current client
MITSUBISHI	Vendors	Current client
Mitsubishi UFJ Trust and Banking	Cash Management Banks	Current client
Morgan Stanley Smith Barney LLC	Professionals - Ordinary Course	Ultimate parent is current client
MUFG	Cash Management Banks	Current client
MUFG BANK, LTD	Credit Agreement Parties	Current client
MUFG BANK, LTD.	GTX Lenders	Current client
NatWest Markets, PLC	Noteholders	Current client
NN Investment Partners (Belgium)	Noteholders	Ultimate parent is current client
Nomura Asset Management U.S.A., Inc.	Noteholders	Ultimate parent is current client
Novar ED&S Limited	Lease counterparties	Ultimate parent is current client
NTT	Vendors	Current client
ORANGE BUSINESS SERVICES	Utilities	Ultimate parent is current client
ORANGE ROMANIA SA	Utilities	Ultimate parent is current client
Orange Slovensko a s	Utilities	Ultimate parent is current client
Perella Weinberg	Professionals - Restructuring	Current client
PGIM INC	GTX Lenders	Ultimate parent is current client
QBE European Operations plc.	Insurers	Ultimate parent is current client
RAYMOND JAMES BANK N.A.	GTX Lenders	Ultimate parent is current client
Renault SAS	Utilities	Ultimate parent is current client

Entity	Relationship to Debtors	S&C relationship
Renault S.A.	Customers	Current client
Robeco Institutional Asset Management BV	Noteholders	Current client
Schaeffler	Vendors	Current client
Shanghai Telecom Account Center	Utilities	Ultimate parent is current client
"SK Broadband Co., Ltd. 에스케이 브로드밴드"	Utilities	Ultimate parent is current client
SOC GEN	GTX Lenders	Current client
Société Générale	Hedging Parties	Current client
State Street Global Advisors Ireland, LTD	Noteholders	Ultimate parent is current client
SUEZ Australia Pty Ltd	Utilities	Ultimate parent is current client
TATA	Vendors	Current client
TELSTRA	Utilities	Current client
TOTAL ENERGIE GAZ	Utilities	Current client
T-mobile Czech Republic, a.s.	Utilities	Ultimate parent is current client
UBS Fund Management (Luxembourg) S.A. (Funds)	Noteholders	Ultimate parent is current client
UBS Switzerland AG	Cash Management Banks	Ultimate parent is current client
UBS Switzerland AG	Noteholders	Ultimate parent is current client
UniCredit	Vendors	Current client
UniCredit Bank AG	Cash Management Banks	Current client, Ultimate parent is current client
UNICREDIT BANK AG	Credit Agreement Parties	Current client, Ultimate parent is current client
UNICREDIT BANK AG	Hedging Parties	Current client, Ultimate parent is current client
UNICREDIT BK AG	GTX Lenders	Current client
UNITED GRINDING NORTH AMERICA INC	Utilities	Ultimate parent is current client
UNITED HEALTH CARE	Vendors	Current client
US BANK (FREIGHT)	Vendors	Current client
Volkswagen Group	Customers	Current client

Entity	Relationship to Debtors	S&C relationship
VOYA INV MGMT CO LLC	GTX Lenders	Current client
Voya Investment Management, LLC	Noteholders	Current client
YORK CAP MGT ADVISORS LLC	GTX Lenders	Current client

Schedule 3

Former S&C Clients

Entity	Relationship to Debtors	S&C relationship
APEX CREDIT PARTNERS LLC	GTX Lenders	Ultimate parent is former client
Aviva Group	Insurers	Ultimate parent is former client
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.	Hedging Parties	Former client
BANCO BILBAO VIZCAYA ARGENTARIA, S.A., NEW YORK BRANCH	Credit Agreement Parties	Former client
Bayerische Motoren Werke AG	Customers	Former client
Bayerische Motoren Werke Aktiengesellschaft	Contract counterparties	Former client
BBVA	Cash Management Banks	Former client
BCO BILBAO VIZCAYA ARGENTARIA,	GTX Lenders	Former client
BLUEMOUNTAIN CAP MANAGEMENT, L	GTX Lenders	Former client
British Belting & Asbestos Limited.	Contract counterparties	Former client
Doncasters	Vendors	Former client
FASTWEB SPA	Utilities	Ultimate parent is former client
FASTWEB SPA / MILANO	Utilities	Ultimate parent is former client
GoldenTree Asset Management, L.P. (U.S.)	Noteholders	Former client
GOLDENTREE ASSET MGMT LP	GTX Lenders	Former client
Goldman Sachs Bank USA	Credit Agreement Parties	Former client
GOLDMAN SACHS BANK USA	GTX Lenders	Former client
Hitachi	Vendors	Former client
KPS Capital Partners	Bidders & Advisors	Former client
Marubeni Automotive Corporation	Vendors	Ultimate parent is former client
Microsoft Corporation	Contract counterparties, Vendors	Former client
MUZINICH & CO INC(AS AGT)	GTX Lenders	Ultimate parent is former client
Muzinich & Co., LTD (London)	Noteholders	Ultimate parent is former client
Navigators Insurance Co	Insurers	Ultimate parent is former client

Entity	Relationship to Debtors	S&C relationship
Office of the Revenue Commissioners Revenue Online Service	Tax Authorities and Regulators	Ultimate parent is former client
SUMITOMO MITSUI	GTX Lenders	Former client
Sumitomo Mitsui Banking Corporation, Duesseldorf Branch	Cash Management Banks	Former client
Sumitomo Mitsui Trust Club Co.,Ltd	Cash Management Banks	Former client
Swisscom (Schweiz) AG	Utilities	Former client
TPG OPPORTUNITIES PARTNERS, LP	GTX Lenders	Former client
UniCredit Bank AG Luxembourg Branch	Cash Management Banks	Ultimate parent is former client
Unicredit Lease Management	Cash Management Banks	Ultimate parent is former client
UNICREDIT LEASING FLEET MANAGEMENT	Cash Management Banks	Ultimate parent is former client
XL Insurance Company SE	Insurers	Former client